

UNIVERSITY DISTRICT COMMUNITY COUNCIL (the "Council")

BYLAWS

Article I. **BOUNDARIES**

The University District is bounded on the west by the Interstate 5 Freeway, on the south by Lake Union and the Lake Washington ship canal, on the east by Montlake Boulevard and 22nd Avenue Northeast, and on the north by Ravenna Park and Ravenna Boulevard.

Article II. **PURPOSES**

The objectives of the Council are to:

- Promote the orderly comprehensive development, upgrading, beautification, and improvement of the University District.
- Encourage cooperative and democratic processes.
- Encourage the participation of residents and interested persons in these developments.
- Initiate and sustain action which affects the social, educational, recreational, economic, and physical betterment of our community.
- Provide and encourage leadership in fulfilling our objectives.
- Communicate with, cooperate with, and support as required government agencies, private and public organizations and individuals with objectives similar to the Council.

Article III. **MEMBERSHIP**

Section 1. Members. The Council shall have members as set forth in the Articles of Incorporation.

Section 2. Applications. Those persons wishing to become members shall make written application and pay dues.

Section 3. Dues. Annual dues are: \$5.00 student and low-income; \$10.00 homeowner; \$15.00 business; \$25.00 sustaining.

Section 4. Age Requirement. Voting members shall be age eighteen or older.

Section 5. Nondiscrimination. No person shall be denied membership or discriminated against on the basis of race, religion, creed, color, national origin, age, handicap, sex or sexual orientation.

Article IV. **OFFICERS**

Section 1. Officers. The elected officers shall be a President, Vice-President, Treasurer, Recording Secretary, and/or Corresponding Secretary. Officers shall be Members and shall be elected for a term of one year by the General Membership at an Annual Meeting. Officers shall take office immediately. Any officer may resign at any time by delivering notice to the Board of Directors. Any resignation shall take effect at the time specified therein, or if the time is not specified, upon delivery thereof, and unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective. Vacancies may be filled by the Board at the next regular Board meeting. Two or more offices may be held by the same person, except for the offices of President and Recording Secretary.

Section 2. President. The President shall serve as chief executive of the Board of Directors and as ex-officio member of all committees; preside at all General Membership and Board meetings; prepare agendas for meetings; and, subject to the Board of Directors' control, supervise and control all of the assets, business and affairs of the Council. The President shall have authority to sign, with the Secretary or any other officer of the Council authorized by the Board, any contract or other instrument which the Board has expressly delegated such authority to. The President may appoint committees from time to time to inquire into and report on matters pertaining to the Council. In general, the President shall perform all duties incident to the office of president and such other duties as are assigned to him or her by the Board of Directors from time to time.

Section 3. Vice President. The Vice President shall serve in the absence of the President and perform other duties as the President shall direct, and shall automatically succeed to the office of the President upon the President's resignation or removal from office.

Section 4. Treasurer. The Treasurer shall maintain accounting records of the Council; receive and disburse funds; and prepare financial statements as required by the Board, President or statute. The Treasurer shall in general perform all of the duties incident to the office of treasurer and such other duties as may be assigned to him or her by the President or the Board of Directors. If requested by the Board of Directors, at the Council's expense, the Treasurer shall give a bond for the faithful discharge of his or her duties in such amount and with such surety or sureties as the Board of Directors may determine.

Section 5. Secretaries. The Recording Secretary shall be responsible for taking and maintaining minutes of General Membership and Board meetings and the Corresponding Secretary shall be responsible for Community Council correspondence. The secretaries shall provide all notices in accordance with the provisions of these Bylaws or as required by law; be custodian of the corporate records of the Council or appoint such person or entity as is appropriate to act as such custodian; ensure that records are kept of the name and address of each

member, director and officer; sign with the President, or other officer authorized by the Board of Directors, any contract or other instrument; and in general perform all duties incident to the office of secretary and such other duties as from time to time may be assigned to him or her by the President or the Board of Directors.

Section 6. Partisan Identification. Individual Board members, unless authorized by a majority of the Board, shall refrain from publicly identifying with a politically partisan issue or officeholder or candidate while simultaneously identifying themselves as a Board member.

Article V. COMMITTEES OF MEMBERS

Section 1. Committees. Standing or temporary committees shall be formed as needed by appointment of the President, by majority of the Board, or by majority of members present at a regularly scheduled General Membership meeting. A committee shall consist of two or more members.

Section 2. Governance. Committees shall be governed by the same rules regarding meetings, action without meetings, notice, and waiver of notice, and quorum and voting requirements as applied to the Board of Directors.

Section 3. Prohibited Actions. Committees may exercise all the authority of the members or Board of Directors delegated to such committee; provided, however, that Committees may not:

- (a) amend, alter, or repeal the Articles of Incorporation or these Bylaws;
- (b) elect, appoint, or remove any member of any such committee or any director or officer of the Council;
- (c) adopt a plan of merger or consolidation with another corporation;
- (d) authorize the sale, lease, or exchange of all or substantially all of the property and assets of the Council, not in the ordinary course of business;
- (e) authorize the voluntary dissolution of the Council or revoke proceedings therefor;
- (f) adopt a plan for the distribution of the assets of the Council; or
- (g) amend, alter, or repeal any resolution of the Board of Directors which by its terms provides that it shall not be amended, altered or repealed by such committee.

The designation and appointment of any such committee and the delegation thereto of authority shall not operate to relieve the Board of Directors, or any individual director, of any

member, director and officer; sign with the President, or other officer authorized by the Board of Directors, any contract or other instrument; and in general perform all duties incident to the office of secretary and such other duties as from time to time may be assigned to him or her by the President or the Board of Directors.

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The designation and appointment of any such committee and the delegation thereto of authority shall not operate to relieve the Board of Directors, or any individual director, of any

responsibility imposed upon it by law. The Board of Directors shall have the power at any time to change the members of any such committee, to fill vacancies, and to discharge any such committee.

Section 4. Financial Review. An annual review of the books may be conducted by a committee chaired by an at-large member of the Board of Directors selected by the Board.

Article VI. BOARD OF DIRECTORS

Section 1. Authority. The business and affairs of the Council shall be conducted under the direction of, and the control and disposal of the Council's properties and funds shall be vested in, its Board of Directors, except as otherwise provided in the Washington Nonprofit Corporation Act (the "Act"), the Council's Articles of Incorporation or these Bylaws.

Section 2. Qualifications. Any voting member shall be eligible to serve on the Board.

Section 3. Duties. Each director shall perform the duties of a director, including the duties as a member of any committee of the Board of Directors upon which the director may serve, in good faith, and in a manner that such director believes to be in the best interests of the Council, and with such care, including reasonable inquiry, as an ordinarily prudent person in a like position would use under similar circumstances.

Section 4. Composition. The Board of Directors shall consist of a minimum of three (3) and not more than fifteen (15) directors. The Board of Directors shall include up to five elected officers. In addition, up to ten non-officer representatives to the Board shall be elected for a term of one year by the General Membership at an Annual Meeting and shall take office immediately. The General Membership may reduce or increase the number of Directors at any time by amendment to these Bylaws, provided that no decrease in the number of directors shall have the effect of shortening the term of any incumbent director.

Section 5. Time of Appointment. Unless the General Membership is reducing the number of directors, the General Membership shall appoint a successor director to replace each director whose term is ending. The General Membership may make any such appointment at the Annual Meeting at which the director's term is scheduled to end. If the General Membership increases the number of directors, such position shall be filled by the General Membership at an Annual Meeting.

Section 6. Terms. Directors shall serve for a term of one year, commencing on the date of election and each director shall hold office until his or her successor is elected and qualified, or until his or her death, resignation or removal. Any director, including the initial directors, may serve an unlimited number of terms, including successive terms, and shall not be disqualified by reason of having served previously as a director. Any director may resign at any time by delivering notice to the Board of Directors. Any resignation shall take effect at the time specified therein, or if the time is not specified, upon delivery thereof, and unless otherwise

specified therein, the acceptance of such resignation shall not be necessary to make it effective.

Section 7. Vacancies. The Board of Directors may appoint an individual to fill any vacancy in the position of director. The Board of Directors may do so at any meeting of the Board of Directors by the affirmative vote of a majority of the remaining directors even if less than a quorum of the Board of Directors is present at the meeting. A director who fills a vacancy shall serve for the unexpired term of his or her predecessor in office.

Section 8. No Compensation. Directors shall not receive compensation for their services as such. Directors shall not be disqualified from receiving reasonable compensation for services rendered to or for the benefit of the Council in any other capacity.

Section 9. Meetings. The Board of Directors shall meet monthly and at such other times as the President or in the case of a committee meeting, by the chair of the committee, may direct. The failure to hold monthly meetings does not affect the validity of any corporate action.

Section 10. Quorum. One-third of the directors shall constitute a quorum.

Section 11. Nominating Committee. The Board of Directors may appoint a nominating committee consisting of an Officer of the Board and at least two members who shall prepare and submit a slate of proposed Officers/Directors at the Annual Meeting.

Article VII. MEETINGS

Section 1. Open Meetings. All meetings shall be open to the public.

Section 2. General Membership Meetings. There shall be at least one meeting of the General Membership each year for the purpose of electing directors and officers and for transacting such other business as may properly come before the meeting. Additional General Membership meetings may be called at the discretion of the Board or upon written petition of at least fifteen members, with notice provided as required by Section 6.

Section 3. Video and Phone Conferencing. Members of the Board of Directors or any committee designated by the Board of Directors may participate in a meeting of such Board of Directors or committee by means of a conference telephone, video conference or similar communications equipment by which means all persons participating in the meeting can hear each other at the same time and participation by such means shall constitute presence in person at a meeting.

Section 4. Presumption of Assent. A director present at a Board of Directors meeting at which action on any corporate matter is taken shall be presumed to have assented to the action taken unless:

(a) The director objects at the beginning of the meeting, or promptly upon the

director's arrival, to holding it or transacting business at the meeting;

(b) The director's dissent or abstention from the action taken is entered in the minutes of the meeting; or

(c) The director files dissent or abstention, in any manner and by any means permitted under the Act, to such action with the person acting as the secretary of the meeting before the adjournment thereof.

(d) The director forwards such dissent or abstention by registered mail to the secretary of the Council immediately after the adjournment of the meeting; provided, however, that such right to dissent or abstain shall not apply to a director who voted in favor of such action.

Section 5. Voting. Each director shall be entitled to one vote and the act of the majority of the directors present at a meeting at which there is a quorum shall be the act of the Board of Directors. A director may not vote or act by proxy at any meeting of directors.

Section 6. Notice of Member Meetings. The Board shall be responsible for sending a newsletter to all members at least ten days prior to each General Membership and Special meeting by mail, facsimile or electronic mail. This newsletter shall include notice of the place, day and hour of, and contain the agenda for, the next General Membership or Special meeting, as applicable, as well as, in the case of the General Membership meeting, a summary of Board activities. Notice of meetings shall also be given to the local press by mail, facsimile or electronic mail. If any notice hereunder is sent by facsimile or other electronic means, such notice shall be deemed effective when the facsimile machine or other electronic means prints or acknowledges that the transmission was successfully executed. The method of notice need not be the same to each member.

Section 7. Timing of Annual Meeting. The Annual Meeting of the General Membership shall be held in the month of April on the date and at the time determined by the Board of Directors for the purpose of electing the members of the Board and transacting other business. The failure to hold an annual meeting at the time stated in these Bylaws does not affect the validity of any corporate action.

Section 8. Quorum. Unless a greater portion is required by these Bylaws, the Articles of Incorporation, or applicable Washington law, one-tenth (1/10) of the Members entitled to vote shall constitute a quorum for the transaction of business and the holding of elections at any Annual or Special Meeting of Members. Any Annual or Special meeting which has been duly called may be continued from time to time until a quorum is present.

Section 9. Removal of Officers. Any officer or director may be removed by a vote of two-thirds of the Members present at a special meeting called for that purpose.

Section 10. Notice of Board and Committee Meetings. For any meeting of the Board of Directors or any committee for which notice is required by these Bylaws or by applicable

Washington law, a notice stating the place, day and hour of the meeting shall be given by or at the direction of the President or the Secretary to each director at his or her address shown on the records of the Council at least 24 hours prior thereto (unless a longer notice period is required hereunder) by any manner and by any means permitted under the Act (and the method of notice need not be the same to each director). If notice is mailed, the notice shall be deemed effective when deposited in the United States mail properly addressed with postage thereon prepaid. If sent by facsimile or other electronic means, such notice shall be deemed effective when the facsimile machine or other electronic means prints or acknowledges that the transmission was successfully executed. The method of notice need not be the same to each director.

Section 11. Waiver of Notice. Whenever any notice is required to be given to any member or director under the provisions of these Bylaws, the Articles of Incorporation or applicable Washington law, a waiver thereof in any manner and by any means permitted under the Act, executed by the director or member entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice. Attendance of a director or a member at a meeting shall constitute a waiver of notice of such meeting, except where a director or a member attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened.

Article VIII. ELECTIONS

Elections shall be by secret ballot, provided that when there is only one nominee for each office, the election may be by voice vote. A majority vote shall be necessary to elect officers and directors.

Article IX. CONFLICT OF INTEREST

Section 1. Conflict of Interest Defined. A conflict of interest may exist when the interests or activities of any director, member, officer or staff member may be seen as competing with the interests or activities of the Council, or the director, member, officer or staff member derives a financial or other material gain as a result of a direct or indirect relationship.

Section 2. Conflicts of Interest Policy. The Board of Directors may adopt a conflicts of interest policy and procedures to implement the provisions of this Article.

Section 3. Disclosure Required. Any possible conflict of interest shall be disclosed to the Board of Directors by the person concerned, if that person is a director or the President of the Council, or to the President (or such person as the President may designate) if the person with the potential conflict is a staff member or any other officer.

Section 4. Recusal. When any conflict of interest is relevant to a matter requiring action by the Board of Directors, the interested person shall call it to the attention of the Board of Directors or its appropriate committee and such person shall not vote on the matter; provided,

however, that any director disclosing a possible conflict of interest may be counted in determining the presence of a quorum at a meeting of the Board of Directors or a committee thereof.

Section 5. **Absence from Discussion.** Upon the request of any director, the person having the conflict shall retire from the room in which the Board of Directors or its committee is meeting and shall not participate in the final deliberation or decision regarding the matter under consideration. However, that person shall provide the Board of Directors or committee with any and all relevant information.

Section 6. **Minutes.** The minutes of the meeting of the Board of Directors or committee shall reflect that the conflict of interest was disclosed and that the interested person was not present during the final discussion or vote and did not vote. When there is doubt as to whether a conflict of interest exists, the matter shall be resolved by a vote of the Board of Directors or its committee, excluding the person concerning whose situation the doubt has arisen.

Section 7. **Annual Review.** A copy of this conflict of interest bylaw and any conflicts of interest policy adopted by the Board of Directors shall be furnished to each director, officer and senior staff member who is presently serving the Council, or who may thereafter become associated with the Council. This policy shall be reviewed annually for the information and guidance of directors, officers and staff members. Any new directors, officers or staff members shall be advised of this policy upon undertaking the duties of such office.

Section 8. **Loans to Directors and Officers Prohibited.** No loans or advances shall be made by the Council to any of its directors or officers.

Article X ACTIONS BY UNANIMOUS CONSENT IN LIEU OF MEETING

Any corporate action, except for approval of changes to the Articles of Incorporation or Bylaws, required or permitted by the Articles of Incorporation or Bylaws, or by the laws of the state of Washington, to be taken at a meeting of the directors of the Council or at a meeting of a committee may be taken without a meeting if a consent, given in any manner and by any means permitted under the Act, setting forth the action so taken, shall be executed by all of the directors or all of the members of the committee, as the case may be, entitled to vote with respect to the subject matter thereof. Such consents may be executed in two or more counterparts, each of which shall be deemed an original and all of which, taken together, shall constitute one and the same document. Such consent shall have the same force and effect as a unanimous vote, and may be described as such. Any such consent shall be inserted in the minute book as if it were the minutes of a meeting of the Board of Directors.

Article XI.
PARLIAMENTARY AUTHORITY

Roberts Rules of Order Newly Revised shall govern this organization in all cases to which they are applicable and in which they are not inconsistent with these By-laws.

Article XII.
POLITICAL CAMPAIGN ACTIVITY

The University District Community Council shall have no authority to directly or indirectly participate in or intervene in any political campaign on behalf of or in opposition to any candidate for public office.

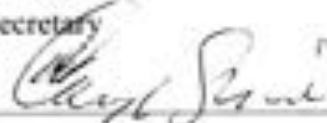
Article XIII.
AMENDMENTS

These Bylaws may be amended by a majority vote at any General Membership meeting, providing that notice has been given to the membership pursuant to Article VII, section 6 at least ten days prior.


revised April 15, 2005

THIS IS TO CERTIFY that the foregoing BYLAWS of the University District Community Council were adopted by the membership of said Council and the same do now constitute its BYLAWS as of April, 1992, as revised April 15, 2005.

Secretary



Attest:



President

Updated April 13, 2005.